

RECORDATION NO. 27036-^{VVV} FILED

APR 30 '09 -4 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 30, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Re: TRIP 20th Funding

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of April 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27036- UUU.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: TRIP Rail Leasing LLC
2525 Stemmons Freeway
Dallas, Texas 75207

Seller/Assignor: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Anne K. Quinlan, Esq.
April 30, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

285 railcars:

TILX 034743 – TILX 034761
TILX 034763 – TILX 034794 (not inclusive)
TILX 034796 – TILX 034861
TILX 034863 – TILX 034883
TILX 034885 – TILX 034890 (not inclusive)
TILX 050736 – TILX 050845
TILX 518620 – TILX 518717 (not inclusive)

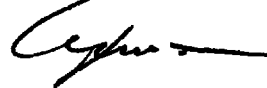
A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

APR 30 '09

-4 00 PM

SURFACE TRANSPORTATION BOARD

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

TRINITY NORTH AMERICAN FREIGHT CAR, INC, a Delaware corporation (the "Seller"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRIP RAIL LEASING LLC, a Delaware limited liability company (the "Buyer"), under the Purchase and Sale Agreement (the "Purchase and Sale Agreement") dated as of August 23, 2007 among the Seller, the Buyer and, TRINITY INDUSTRIES LEASING COMPANY ("TILC") (solely with respect to Sections 2.7, 3.2, 3.3, 3.4, 3.17(y), 3.17(z), 3.19, 4.4 and 6.8), at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Buyer and its successors and assigns all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Schedule A and (y) any Leases related thereto set forth on Schedule B and (z) certain other assets set forth on Schedule C and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof. The Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of the Seller under the Leases.

To have and to hold all and singular the rights to such Railcars and such Leases to the Buyer and its successors and assigns for their own use and behalf forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of such Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided that the Seller covenants that it will defend forever such title to such Railcars and such Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of such Railcars and the assignment of such Leases by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in such Railcars and such Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, the Seller hereby also grants the Buyer a security interest in such Railcars and such Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Purchase and Sale Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in such Railcars and such Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase and Sale Agreement.

THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

* * *

IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 30th day of April, 2009.

TRINITY NORTH AMERICAN FREIGHT
CAR, INC

By: 

Name: James E. Perry

Title: Treasurer and Asst Secretary

TRIP RAIL LEASING LLC

By: TRIP Rail Holdings LLC, its Managing
Member

By: Trinity Industries Leasing Company,
its Manager

By: 

Name: Thomas C. Jardine

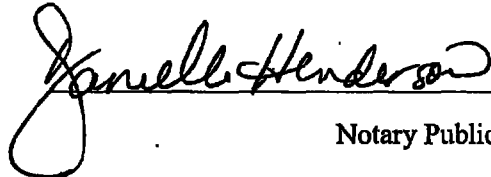
Title: Vice President

ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared James E. Perry, who upon oath, acknowledged himself to be Treasurer and Asst Secretary of TRINITY NORTH AMERICAN FREIGHT CAR, INC, a Delaware corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of TRINITY NORTH AMERICAN FREIGHT CAR, INC.

WITNESS my hand and official seal this 30th day of April, 2009.


Notary Public

MY COMMISSION EXPIRES: 6/9/2012

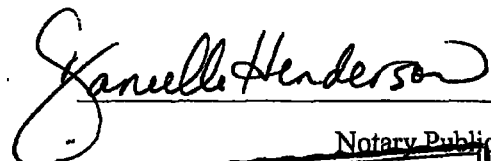


ACKNOWLEDGMENT

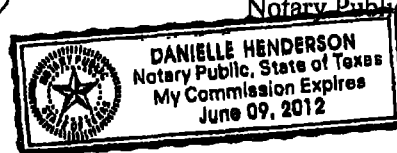
STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Thomas C. Jardine, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Rail Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP Rail Leasing LLC, a Delaware limited liability company, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the Delaware corporation by her/himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 30th day of April, 2009.


Notary Public

MY COMMISSION EXPIRES: 6/9/2012



SCHEDULE A
to Bill of Sale and Assignment
and Assumption Agreement

RAILCARS; IDENTIFICATION MARKS; RUNNING NUMBERS;
PURCHASE AMOUNT¹

[see attached]

¹ **Purchase Amount:** The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada.

TRIP RAIL LEASING LLC
Close 20

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Tyne</u>
1	TILX034743	36043	February-09	Freight
2	TILX034744	36043	February-09	Freight
3	TILX034745	36043	February-09	Freight
4	TILX034746	36043	February-09	Freight
5	TILX034747	36043	February-09	Freight
6	TILX034748	36043	February-09	Freight
7	TILX034749	36043	February-09	Freight
8	TILX034750	36043	February-09	Freight
9	TILX034751	36043	February-09	Freight
10	TILX034752	36043	February-09	Freight
11	TILX034753	36043	February-09	Freight
12	TILX034754	36043	February-09	Freight
13	TILX034755	36043	February-09	Freight
14	TILX034756	36043	February-09	Freight
15	TILX034757	36043	February-09	Freight
16	TILX034758	36043	February-09	Freight
17	TILX034759	36043	February-09	Freight
18	TILX034760	36043	February-09	Freight
19	TILX034761	36043	February-09	Freight
20	TILX034763	36043	February-09	Freight
21	TILX034767	36043	March-09	Freight
22	TILX034769	36043	February-09	Freight
23	TILX034771	36043	March-09	Freight
24	TILX034772	36043	February-09	Freight
25	TILX034775	36043	March-09	Freight
26	TILX034776	36043	March-09	Freight
27	TILX034778	36043	March-09	Freight
28	TILX034779	36043	March-09	Freight
29	TILX034781	36043	March-09	Freight
30	TILX034782	36043	March-09	Freight
31	TILX034783	36043	March-09	Freight
32	TILX034784	36043	March-09	Freight
33	TILX034785	36043	March-09	Freight
34	TILX034786	36043	March-09	Freight
35	TILX034787	36043	March-09	Freight
36	TILX034788	36043	March-09	Freight
37	TILX034790	36043	March-09	Freight
38	TILX034791	36043	March-09	Freight
39	TILX034792	36043	March-09	Freight
40	TILX034793	36043	March-09	Freight
41	TILX034794	36043	March-09	Freight
42	TILX034796	36043	March-09	Freight
43	TILX034797	36043	March-09	Freight
44	TILX034798	36043	March-09	Freight
45	TILX034799	36043	March-09	Freight
46	TILX034800	36043	March-09	Freight

TRIP RAIL LEASING LLC

Close 20

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
47	TILX034801	36043	March-09	Freight
48	TILX034802	36043	March-09	Freight
49	TILX034803	36043	March-09	Freight
50	TILX034804	36043	March-09	Freight
51	TILX034805	36043	March-09	Freight
52	TILX034806	36043	March-09	Freight
53	TILX034807	36043	March-09	Freight
54	TILX034808	36043	March-09	Freight
55	TILX034809	36043	March-09	Freight
56	TILX034810	36043	March-09	Freight
57	TILX034811	36043	March-09	Freight
58	TILX034812	36043	March-09	Freight
59	TILX034813	36043	March-09	Freight
60	TILX034814	36043	March-09	Freight
61	TILX034815	36043	March-09	Freight
62	TILX034816	36043	March-09	Freight
63	TILX034817	36043	March-09	Freight
64	TILX034818	36043	March-09	Freight
65	TILX034819	36043	March-09	Freight
66	TILX034820	36043	March-09	Freight
67	TILX034821	36043	March-09	Freight
68	TILX034822	36043	March-09	Freight
69	TILX034823	36043	March-09	Freight
70	TILX034824	36043	March-09	Freight
71	TILX034825	36043	March-09	Freight
72	TILX034826	36043	March-09	Freight
73	TILX034827	36043	March-09	Freight
74	TILX034828	36043	March-09	Freight
75	TILX034829	36043	March-09	Freight
76	TILX034830	36043	March-09	Freight
77	TILX034831	36043	March-09	Freight
78	TILX034832	36043	March-09	Freight
79	TILX034833	36043	March-09	Freight
80	TILX034834	36043	March-09	Freight
81	TILX034835	36043	March-09	Freight
82	TILX034836	36043	March-09	Freight
83	TILX034837	36043	March-09	Freight
84	TILX034838	36043	March-09	Freight
85	TILX034839	36043	March-09	Freight
86	TILX034840	36043	March-09	Freight
87	TILX034841	36043	March-09	Freight
88	TILX034842	36043	March-09	Freight
89	TILX034843	36043	March-09	Freight
90	TILX034844	36043	March-09	Freight
91	TILX034845	36043	March-09	Freight
92	TILX034846	36043	March-09	Freight

TRIP RAIL LEASING LLC

Close 20

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
93	TILX034847	36043	March-09	Freight
94	TILX034848	36043	March-09	Freight
95	TILX034849	36043	March-09	Freight
96	TILX034850	36043	March-09	Freight
97	TILX034851	36043	March-09	Freight
98	TILX034852	36043	March-09	Freight
99	TILX034853	36043	March-09	Freight
100	TILX034854	36043	March-09	Freight
101	TILX034855	36043	March-09	Freight
102	TILX034856	36043	March-09	Freight
103	TILX034857	36043	March-09	Freight
104	TILX034858	36043	March-09	Freight
105	TILX034859	36043	March-09	Freight
106	TILX034860	36043	March-09	Freight
107	TILX034861	36043	March-09	Freight
108	TILX034863	36043	March-09	Freight
109	TILX034864	36043	March-09	Freight
110	TILX034865	36043	March-09	Freight
111	TILX034866	36043	March-09	Freight
112	TILX034867	36043	March-09	Freight
113	TILX034868	36043	March-09	Freight
114	TILX034869	36043	March-09	Freight
115	TILX034870	36043	March-09	Freight
116	TILX034871	36043	March-09	Freight
117	TILX034872	36043	March-09	Freight
118	TILX034873	36043	March-09	Freight
119	TILX034874	36043	March-09	Freight
120	TILX034875	36043	March-09	Freight
121	TILX034876	36043	March-09	Freight
122	TILX034877	36043	March-09	Freight
123	TILX034878	36043	March-09	Freight
124	TILX034879	36043	March-09	Freight
125	TILX034880	36043	March-09	Freight
126	TILX034881	36043	March-09	Freight
127	TILX034882	36043	March-09	Freight
128	TILX034883	36043	April-09	Freight
129	TILX034885	36043	March-09	Freight
130	TILX034886	36043	March-09	Freight
131	TILX034887	36043	March-09	Freight
132	TILX034889	36043	April-09	Freight
133	TILX034890	36043	April-09	Freight
134	TILX050736	45197	March-09	Freight
135	TILX050737	45197	March-09	Freight
136	TILX050738	45197	March-09	Freight
137	TILX050739	45197	March-09	Freight
138	TILX050740	45197	March-09	Freight

TRIP RAIL LEASING LLC

Close 20

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
139	TILX050741	45197	March-09	Freight
140	TILX050742	45197	March-09	Freight
141	TILX050743	45197	March-09	Freight
142	TILX050744	45197	March-09	Freight
143	TILX050745	45197	March-09	Freight
144	TILX050746	45197	March-09	Freight
145	TILX050747	45197	March-09	Freight
146	TILX050748	45197	March-09	Freight
147	TILX050749	45197	March-09	Freight
148	TILX050750	45197	March-09	Freight
149	TILX050751	45197	March-09	Freight
150	TILX050752	45197	March-09	Freight
151	TILX050753	45197	March-09	Freight
152	TILX050754	45197	March-09	Freight
153	TILX050755	45197	March-09	Freight
154	TILX050756	45197	March-09	Freight
155	TILX050757	45197	March-09	Freight
156	TILX050758	45197	March-09	Freight
157	TILX050759	45197	March-09	Freight
158	TILX050760	45197	March-09	Freight
159	TILX050761	45197	March-09	Freight
160	TILX050762	45197	March-09	Freight
161	TILX050763	45197	March-09	Freight
162	TILX050764	45197	March-09	Freight
163	TILX050765	45197	March-09	Freight
164	TILX050766	45197	March-09	Freight
165	TILX050767	45197	March-09	Freight
166	TILX050768	45197	March-09	Freight
167	TILX050769	45197	March-09	Freight
168	TILX050770	45197	March-09	Freight
169	TILX050771	45197	March-09	Freight
170	TILX050772	45197	March-09	Freight
171	TILX050773	45197	March-09	Freight
172	TILX050774	45197	March-09	Freight
173	TILX050775	45197	March-09	Freight
174	TILX050776	45197	March-09	Freight
175	TILX050777	45197	March-09	Freight
176	TILX050778	45197	March-09	Freight
177	TILX050779	45197	March-09	Freight
178	TILX050780	45197	March-09	Freight
179	TILX050781	45197	March-09	Freight
180	TILX050782	45197	March-09	Freight
181	TILX050783	45197	March-09	Freight
182	TILX050784	45197	March-09	Freight
183	TILX050785	45197	March-09	Freight
184	TILX050786	45197	March-09	Freight

TRIP RAIL LEASING LLC

Close 20

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
185	TILX050787	45197	March-09	Freight
186	TILX050788	45197	March-09	Freight
187	TILX050789	45197	March-09	Freight
188	TILX050790	45197	March-09	Freight
189	TILX050791	45197	March-09	Freight
190	TILX050792	45197	March-09	Freight
191	TILX050793	45197	March-09	Freight
192	TILX050794	45197	March-09	Freight
193	TILX050795	45197	March-09	Freight
194	TILX050796	45197	March-09	Freight
195	TILX050797	45197	March-09	Freight
196	TILX050798	45197	March-09	Freight
197	TILX050799	45197	March-09	Freight
198	TILX050800	45197	March-09	Freight
199	TILX050801	45197	March-09	Freight
200	TILX050802	45197	March-09	Freight
201	TILX050803	45197	March-09	Freight
202	TILX050804	45197	March-09	Freight
203	TILX050805	45197	March-09	Freight
204	TILX050806	45197	March-09	Freight
205	TILX050807	45197	March-09	Freight
206	TILX050808	45197	March-09	Freight
207	TILX050809	45197	March-09	Freight
208	TILX050810	45197	March-09	Freight
209	TILX050811	45197	March-09	Freight
210	TILX050812	45197	March-09	Freight
211	TILX050813	45197	March-09	Freight
212	TILX050814	45197	March-09	Freight
213	TILX050815	45197	March-09	Freight
214	TILX050816	45197	March-09	Freight
215	TILX050817	45197	March-09	Freight
216	TILX050818	45197	March-09	Freight
217	TILX050819	45197	March-09	Freight
218	TILX050820	45197	March-09	Freight
219	TILX050821	45197	March-09	Freight
220	TILX050822	45197	March-09	Freight
221	TILX050823	45197	March-09	Freight
222	TILX050824	45197	March-09	Freight
223	TILX050825	45197	March-09	Freight
224	TILX050826	45197	March-09	Freight
225	TILX050827	45197	March-09	Freight
226	TILX050828	45197	March-09	Freight
227	TILX050829	45197	March-09	Freight
228	TILX050830	45197	March-09	Freight
229	TILX050831	45197	March-09	Freight
230	TILX050832	45197	March-09	Freight

TRIP RAIL LEASING LLC

Close 20

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
231	TILX050833	45197	March-09	Freight
232	TILX050834	45197	March-09	Freight
233	TILX050835	45197	March-09	Freight
234	TILX050836	45197	March-09	Freight
235	TILX050837	45197	March-09	Freight
236	TILX050838	45197	March-09	Freight
237	TILX050839	45197	March-09	Freight
238	TILX050840	45197	March-09	Freight
239	TILX050841	45197	March-09	Freight
240	TILX050842	45197	March-09	Freight
241	TILX050843	45197	March-09	Freight
242	TILX050844	45197	March-09	Freight
243	TILX050845	45197	March-09	Freight
244	TILX518620	54030	March-09	Freight
245	TILX518625	54030	March-09	Freight
246	TILX518627	54030	March-09	Freight
247	TILX518631	54030	March-09	Freight
248	TILX518638	54030	March-09	Freight
249	TILX518640	54030	March-09	Freight
250	TILX518643	54030	March-09	Freight
251	TILX518644	54030	March-09	Freight
252	TILX518647	54030	March-09	Freight
253	TILX518653	54030	March-09	Freight
254	TILX518655	54030	March-09	Freight
255	TILX518660	54030	March-09	Freight
256	TILX518662	54030	March-09	Freight
257	TILX518663	54030	March-09	Freight
258	TILX518664	54030	March-09	Freight
259	TILX518665	54030	March-09	Freight
260	TILX518668	54030	March-09	Freight
261	TILX518672	54030	March-09	Freight
262	TILX518673	54030	March-09	Freight
263	TILX518674	54030	March-09	Freight
264	TILX518679	54030	March-09	Freight
265	TILX518683	54030	March-09	Freight
266	TILX518684	54030	March-09	Freight
267	TILX518686	54030	March-09	Freight
268	TILX518687	54030	March-09	Freight
269	TILX518688	54030	March-09	Freight
270	TILX518689	54030	March-09	Freight
271	TILX518690	54030	March-09	Freight
272	TILX518691	54030	March-09	Freight
273	TILX518692	54030	March-09	Freight
274	TILX518694	54030	March-09	Freight
275	TILX518695	54030	March-09	Freight
276	TILX518696	54030	March-09	Freight

[TNAFC]

TRIP RAIL LEASING LLC
Close 20

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
277	TILX518697	54030	March-09	Freight
278	TILX518698	54030	March-09	Freight
279	TILX518700	54030	March-09	Freight
280	TILX518701	54030	March-09	Freight
281	TILX518702	54030	March-09	Freight
282	TILX518713	54030	March-09	Freight
283	TILX518714	54030	March-09	Freight
284	TILX518715	54030	March-09	Freight
285	TILX518717	54030	March-09	Freight

SCHEDULE B
to Bill of Sale and Assignment
and Assumption Agreement

LEASES
[see attached]

TRIP RAIL LEASING LLC
Close 20

Schedule B


<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider Number</u>
36043	FRAC - TECH SERVICES, LTD	4
54030	IMPERIAL SUGAR COMPANY	1
45197	VIRGINIA ELECTRIC AND POWER CO.	6

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/30/09



Robert W. Alvord